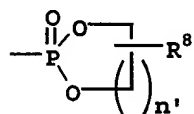
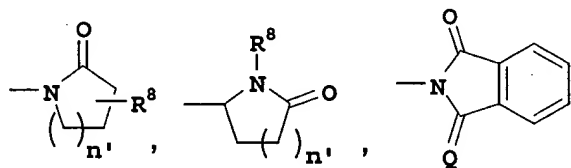


*a1*  
*c1*  
*cont*

$R^1$  is alkynyl, alkoxy, alkenyloxy, alkynyloxy, (alkyl or aryl)<sub>3</sub>Si (where each alkyl or aryl group is independent), cycloalkenyl, amino, alkylamino, dialkylamino, alkenylamino, alkynylamino, arylalkylamino, cycloheteroalkyl, cycloheteroalkylalkyl, heteroaryl, heteroaryl amino, heteroaryloxy, arylsulfinyl, arylsulfonyl, thio, alkylthio, alkylsulfinyl, alkylsulfonyl, heteroarylthio, heteroarylsulfinyl, heteroarylsulfonyl, halogen, haloalkyl, polyhaloalkyl, polyhaloalkoxy, aminothio, aminosulfinyl, aminosulfonyl, alkylsulfonylamino, alkenylsulfonylamino, alkynylsulfonylamino, arylsulfonylamino, heteroarylsulfonylamino, heteroarylaminocarbonyl, hydroxy, acyl, carboxy, aminocarbonyl, alkylcarbonyloxy, alkylcarbonylamino, arylcarbonyloxy, arylcarbonylamino, heteroarylcarbonyloxy, heteroarylcarbonylamino, cyano, nitro, alkenylcarbonylamino, alkynylcarbonylamino, alkylaminocarbonylamino, alkenylaminocarbonylamino, alkynylaminocarbonylamino, arylaminocarbonylamino, heteroarylaminocarbonylamino, alkoxycarbonylamino, alkenyloxycarbonylamino, alkynyloxycarbonylamino, aryloxycarbonylamino, heteroaryloxycarbonylamino, aminocarbonylamino, alkylaminocarbonyloxy, alkoxycarbonylamino, 1,1-(alkoxy or aryloxy)<sub>2</sub>alkyl (where the two aryl or alkyl substituents can be independently defined, or linked to one another to form a ring),  $S(O)_2R^6R^7$ ,  $-NR^6(C=NR^7)$ alkyl,  $-NR^6(C=NR^7)$ alkenyl,  $-NR^6(C=NR^7)$ alkynyl,  $-NR^6(C=NR^7)$ heteroaryl,  $-NR^6(C=NCN)$ -amino,



pyridine-N-oxide,



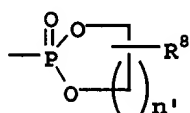
(where Q is O or H<sub>2</sub> and n' is 0, 1, 2 or 3) or

$-C(=CH-NR^8R^9)-C(=O)-R^{8a}$ ; tetrazolyl, pyrazolyl, thiazolyl, pyrimidinyl, imidazole, oxazole, or triazole,  $-PO(R^{13})(R^{14})$ , (where  $R^{13}$  and  $R^{14}$  are independently alkyl, aryl, alkoxy, aryloxy, heteroaryl, heteroarylalkyl, heteroaryloxy, heteroarylalkoxy, cycloheteroalkyl, cycloheteroalkylalkyl, cycloheteroalkoxy, or cycloheteroalkylalkoxy);

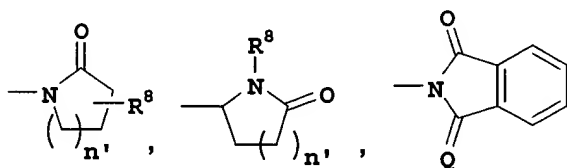
$R^6$ ,  $R^7$ ,  $R^8$ ,  $R^{8a}$  and  $R^9$  are the same or different and are independently hydrogen, alkyl, haloalkyl, aryl, heteroaryl, arylalkyl, cycloalkyl, (cycloalkyl)alkyl, or cycloheteroalkyl;

and  $R^1$  may be unsubstituted or substituted with from one to five substituents;

$R^2$ ,  $R^3$  and  $R^4$  are the same or different and are independently H, alkyl, alkenyl, alkynyl, alkoxy, alkenyloxy, alkynyloxy, (alkyl or aryl)<sub>3</sub>Si (where each alkyl or aryl group is independent), cycloalkyl, cycloalkenyl, amino, alkylamino, dialkylamino, alkenylamino, alkynylamino, arylalkylamino, aryl, arylalkyl, arylamino, aryloxy, cycloheteroalkyl, cycloheteroalkylalkyl, heteroaryl, heteroarylamino, heteroaryloxy, arylthio, arylsulfinyl, arylsulfonyl, thio, alkylthio, alkylsulfinyl, alkylsulfonyl, heteroarylthio, heteroarylsulfinyl, heteroarylsulfonyl, halogen, haloalkyl, polyhaloalkyl, polyhaloalkoxy, aminothio, aminosulfinyl, aminosulfonyl, alkylsulfonylamino, alkenylsulfonylamino, alkynylsulfonylamino, arylsulfonylamino, heteroarylsulfonylamino, alkylaminocarbonyl, arylaminocarbonyl, heteroarylaminocarbonyl, hydroxy, acyl, carboxy, aminocarbonyl, alkylcarbonyl, alkoxy, alkoxy, alkylcarbonyloxy, alkylcarbonylamino, arylcarbonyl, arylcarbonyloxy, arylcarbonylamino, heteroarylcarbonyl, heteroarylcarbonyloxy, heteroarylcarbonylamino, cyano, nitro, alkenylcarbonylamino, alkynylcarbonylamino, alkylaminocarbonylamino, alkenylaminocarbonylamino, alkynylaminocarbonylamino, arylaminocarbonylamino, heteroarylaminocarbonylamino, alkoxy, alkoxy, alkenyloxycarbonylamino, alkynyloxycarbonylamino, aryloxycarbonylamino, heteroaryloxycarbonylamino, aminocarbonylamino, alkylaminocarbonyloxy, alkoxy, alkoxy, alkoxy, 1,1-(alkoxy or aryloxy)<sub>2</sub>alkyl (where the two aryl or alkyl substituents can be independently defined, or linked to one another to form a ring), S(O)<sub>2</sub>R<sup>6</sup>R<sup>7</sup>, -NR<sup>6</sup>(C=NR<sup>7</sup>)alkyl, -NR<sup>6</sup>(C=NR<sup>7</sup>)alkenyl, -NR<sup>6</sup>(C=NR<sup>7</sup>)alkynyl, -NR<sup>6</sup>(C=NR<sup>7</sup>)heteroaryl, -NR<sup>8</sup>(C=NCN)-amino,



pyridine-N-oxide,



(where Q is O or H<sub>2</sub> and n' is 0, 1, 2 or 3) or

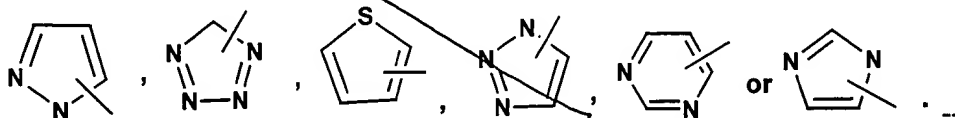
$\text{NR}^8\text{R}^9$   
 $\text{C}=\text{CH}-\text{C}(=\text{O})-\text{R}^{8a}$ ; tetrazolyl, pyrazolyl, pyridyl, thiazolyl, pyrimidinyl, imidazole, oxazole, or triazole, -PO(R<sup>13</sup>)(R<sup>14</sup>), (where R<sup>13</sup> and R<sup>14</sup> are independently alkyl, aryl, alkoxy, aryloxy, heteroaryl, heteroarylalkyl, heteroaryloxy, heteroarylalkoxy, cycloheteroalkyl, cycloheteroalkylalkyl,

cycloheteroalkoxy, or cycloheteroalkylalkoxy); and may be optionally independently substituted with from one to five substituents, which may be the same or different;

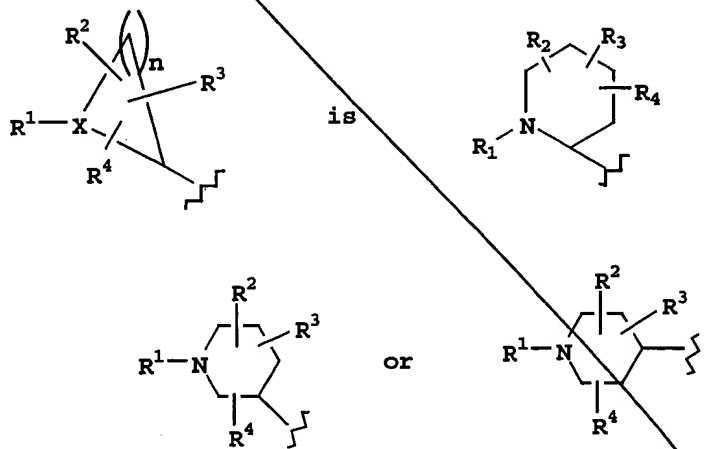
including pharmaceutically acceptable salts thereof, prodrugs thereof, and all stereoisomers thereof; with the provisos that (1) where Z is imidazol-4-yl, 5-alkylimidazol-4-yl or 5-cycloalkylimidazol-4-yl, then R<sup>1</sup> cannot be or include a benzoxazole, benzothiazole, or benzimidazole and (2) R<sup>1</sup> is exclusive of 3-(1-benzimidazolonyl)propyl. --

--17. (Amended) The compound as defined in Claim I wherein R<sup>2</sup> and R<sup>3</sup> are independently H or lower alkyl, and R<sup>4</sup> and R<sup>5</sup> are each H, and R<sup>1</sup> is heteroaryl. --

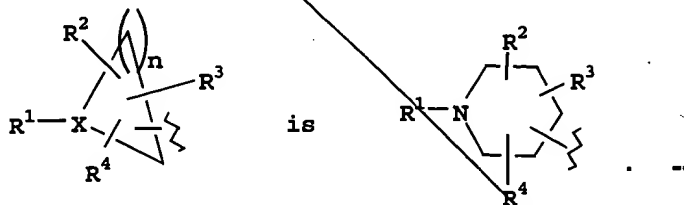
--19. (Amended) The compound as defined in Claim I wherein R<sup>1</sup> is



--22. (Amended) The compound as defined in Claim 14 wherein

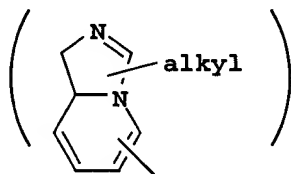


--24. (Amended) The compound as defined in Claim 14 wherein





alkyl-pyrazole, dihalophenyl-alkyl-pyrazole, dialkylphenyl-alkyl-pyrazole, alkoxyphenyl-alkyl-  
 pyrazole, halophenyl-haloalkyl-pyrazole, alkoxyphenyl(alkyl)(halo)pyrazole, phenylpyrimidine,  
 phenyl(halo)pyrimidine, diphenylpyrimidine, halophenyl(halo)pyrimidine, dihalopyrimidine,  
 diphenyl(halo)pyrimidine, halo(phenyl)pyrimidine, dialkyl(halo)pyrimidine, dihalophenylpyrimidine,  
 alkylphenylpyrimidine, alkoxyphenylpyrimidine, alkylphenyl(alkoxy)pyrimidine,  
 dialkylphenyl(alkoxy)pyrimidine, alkyl(halo)phenyl(alkoxy)pyrimidine,  
 alkoxy(halo)phenyl(alkoxy)pyrimidine, dihalophenyl(dialkylamino)pyrimidine,  
 heteroaryl(dihalophenyl)pyrimidine, halophenylpyrimidine, alkoxy(phenyl)pyrimidine,  
 haloalkoxyphenylpyrimidine, phenoxy(phenyl)pyrimidine, heteroaryl(phenyl)pyrimidine,  
 dialkoxyphenylpyrimidine, dialkylphenylpyrimidine, cycloheteroalkyl(phenyl)pyrimidine,  
 alkoxy(halo)phenylpyrimidine, cycloheteroalkyl(dihalophenyl)pyrimidine,  
 halophenyl(alkoxy)pyrimidine, alkyl(halo)phenylpyrimidine, nitrophenylpyrimidine,  
 dihalophenyl(alkoxy)pyrimidine, carboxyphenylpyrimidine, alkylcarbonylphenylpyrimidine,  
 naphthylpyrimidine, alkylthiophenylpyrimidine, alkyl(halophenyl)triazole, alkyl(halo)phenyl-(alkyl)-  
 triazole, alkylimidazopyridine



phenylimidazopyridine, halophenylimidazopyridine, dihalophenylimidazopyridine,  
 alkoxyphenylimidazopyridine. --

--27. (Amended) The compound as defined in Claim I wherein

$R^2$  is  $\text{CH}_3$  or H;

$R^3$  is  $\text{CH}_3$  or H;

$R^4$  is H;

$R^1$  is 2,3-dihydrobenzofuran-4-yl, 1-phenyltetrazol-5-yl,

1-(2,4-dichloro-5-methoxyphenyl)tetrazol-5-yl,

1-(3-chlorophenyl)tetrazol-5-yl,

1-(3-chloro-4-methyl)tetrazol-5-yl,

1-(3-methylphenyl)tetrazol-5-yl,

1-(2-chlorophenyl)tetrazol-5-yl,

1-(2-methoxy-5-chloro)tetrazol-5-yl,

1-(3-methyl-4-chlorophenyl)tetrazol-5-yl,

Q5  
Sub  
C1

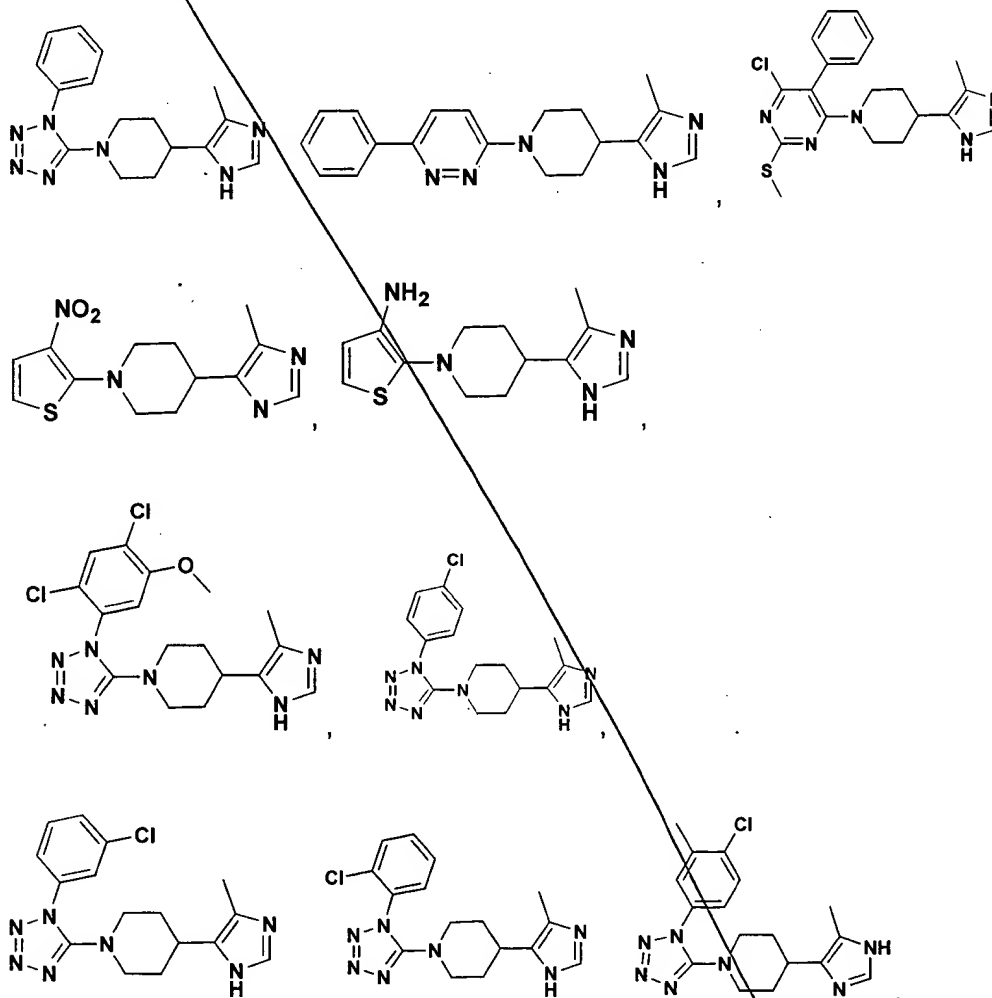
1-(2-methoxy-5-chlorophenyl)tetrazol-5-yl,  
1-(3-methoxyphenyl)tetrazol-5-yl,  
1-(2-methoxy-5-chlorophenyl)tetrazol-5-yl,  
1-(3-chlorophenyl)-3-methylpyrazol-5-yl,  
1-(3-fluorophenyl)-3-methylpyrazol-5-yl,  
1-(3-methoxyphenyl)-3-methylpyrazol-5-yl,  
1-(3,5-dichlorophenyl)-3-methylpyrazol-5-yl,  
1-(3-chlorophenyl)-3-ethylpyrazol-5-yl,  
1-(3-chloro-4-methylphenyl)-3-methylpyrazol-5-yl,  
1-(2,4-dimethylphenyl)-3-methylpyrazol-5-yl,  
1-(3-chloro-4-fluorophenyl)-3-methylpyrazol-5-yl,  
1-(3-trifluoromethylphenyl)-3-methylpyrazol-5-yl,  
1-(3-chlorophenyl)-3-trifluoromethylpyrazol-5-yl,  
1-(3-methylphenyl)-3-methylpyrazol-5-yl,  
1-(3-chlorophenyl)-3-ethylpyrazol-5-yl,  
5-(3-chloro-4-fluorophenyl)pyrimidin-4-yl,  
5-(2-chlorophenyl)pyrimidin-4-yl,  
5-(3-methylphenyl)pyrimidin-4-yl,  
5-(3-trifluoromethylphenyl)pyrimidin-4-yl,  
5-(2,4-dichlorophenyl)pyrimidin-4-yl,  
5-(2,5-dimethylphenyl)pyrimidin-4-yl,  
5-(3,4-dichlorophenyl)pyrimidin-4-yl,  
5-(2,3-dimethylphenyl)pyrimidin-4-yl,  
5-(2-methoxy-5-chlorophenyl)pyrimidin-4-yl,  
5-(2-methoxy-5-fluorophenyl)pyrimidin-4-yl,  
5-(3-methyl-4-fluorophenyl)pyrimidin-4-yl,  
5-(3-chloro-4-fluorophenyl)-2-methoxy-pyrimidin-4-yl,  
5-(3-chloro-4-fluorophenyl)-2-dimethylamino-pyrimidin-4-yl,  
5-(3-chloro-4-fluorophenyl)-2-morpholinyl-pyrimidin-4-yl,  
1-(3-chlorophenyl)-3-methyltriazol-5-yl,  
1-(3-chloro-4-methylphenyl)-3-methyltriazol-5-yl,  
5-(2,5-dichlorophenyl)pyrimidin-4-yl,  
5-(3-chlorophenyl)pyrimidin-4-yl,  
5-(3-trifluoromethoxyphenyl)pyrimidin-4-yl,

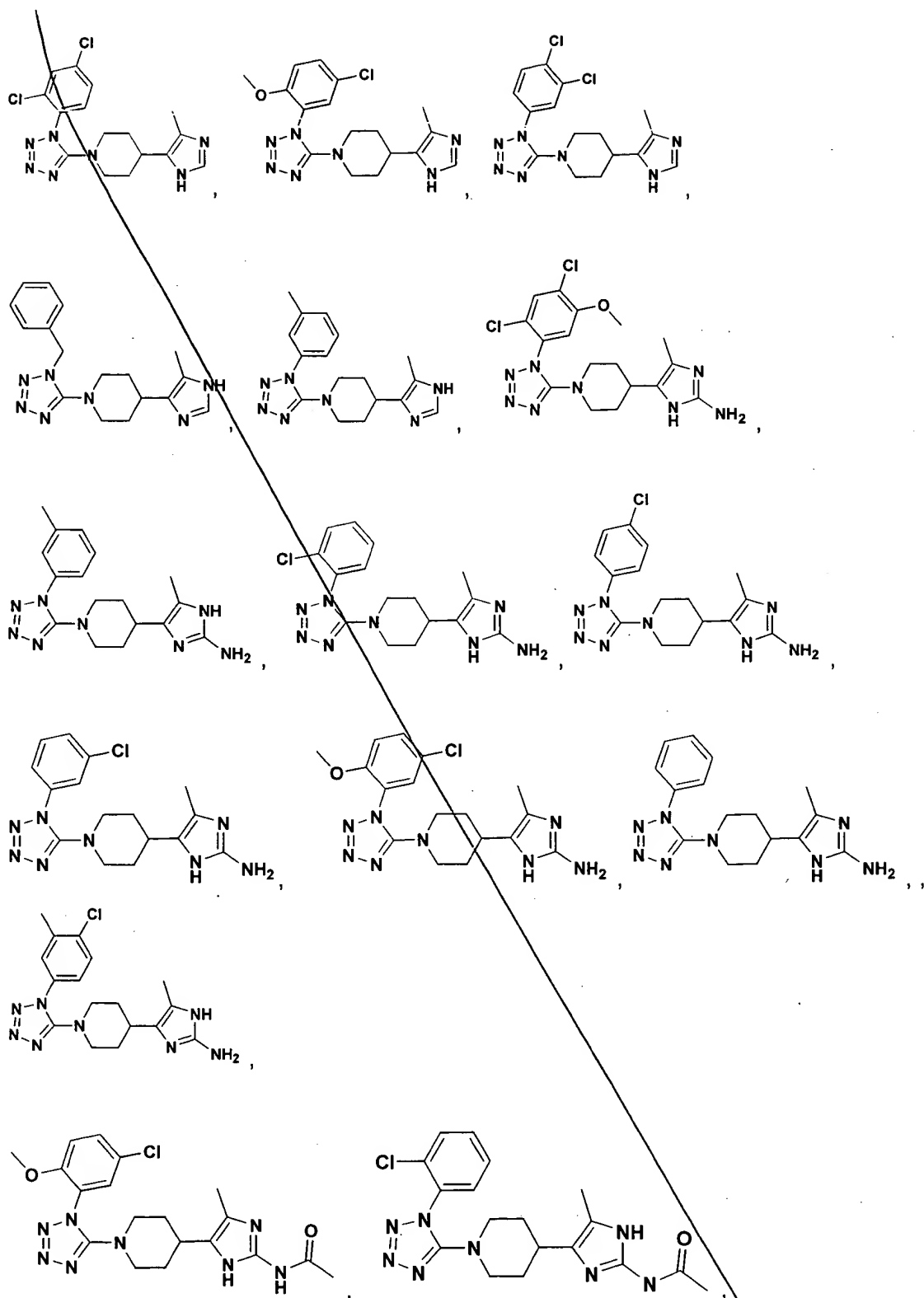
5-(2-chlorophenyl)-2-methoxypyrimidin-4-yl,  
 5-(3-chlorophenyl)-2-methoxypyrimidin-4-yl,  
 5-(3-trifluoromethylphenyl)-2-methoxypyrimidin-4-yl,  
 5-(2,4-dichlorophenyl)-2-methoxypyrimidin-4-yl,  
 5-(3-methylphenyl)-2-methoxypyrimidin-4-yl,  
 5-(2,5-dimethylphenyl)-2-methoxypyrimidin-4-yl, or  
 5-(3-methyl-4-fluorophenyl)-2-methoxypyrimidin-4-yl;

Z is 2-amino-5-methyl-imidazol-4-yl,

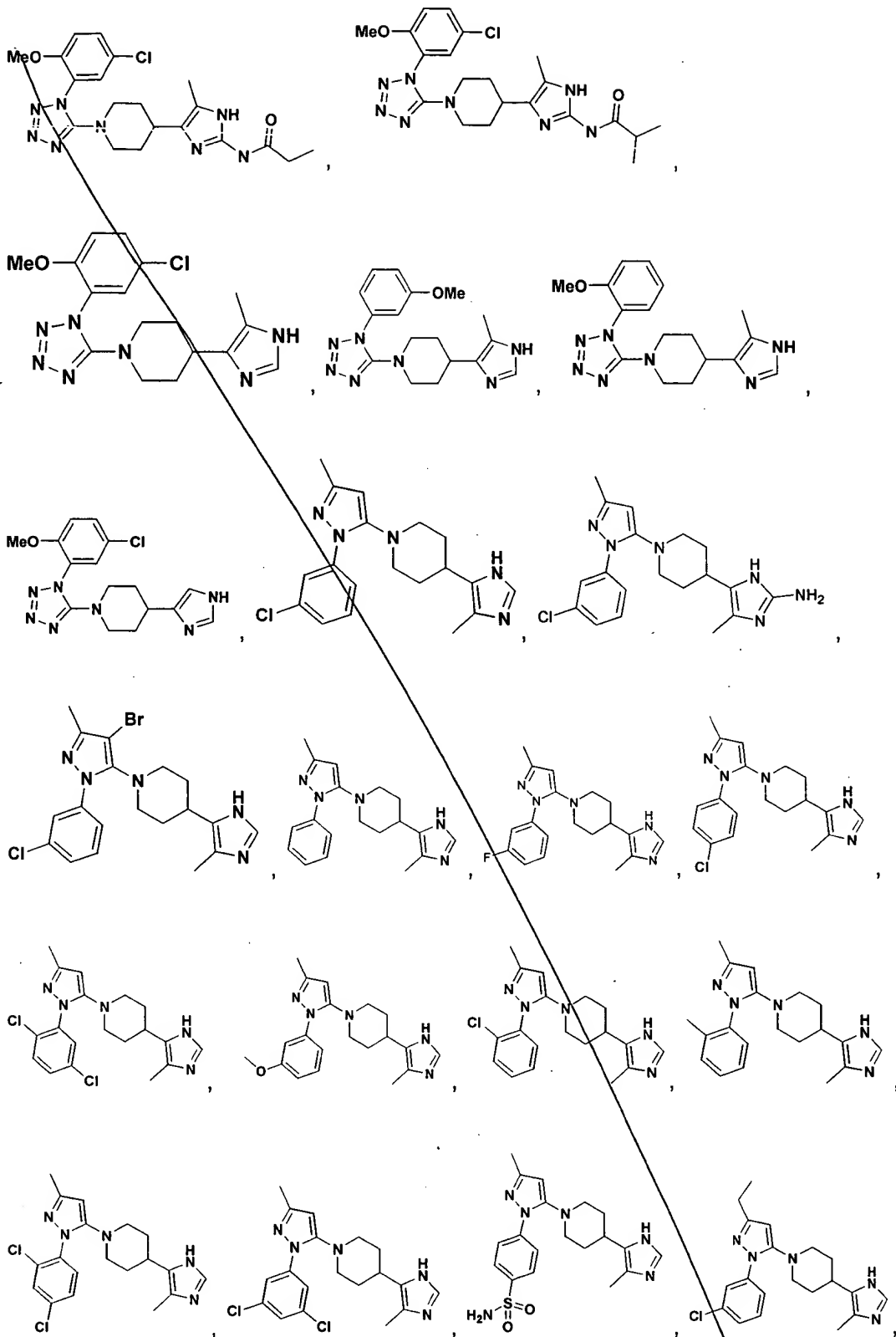
2,5-dimethylimidazol-4-yl, 2-amino-5-ethyl-imidazol-4-yl, 2-amino-5-isopropyl-imidazol-4-yl, 2-aminocarbonylamino-5-methyl-imidazol-4-yl, 5-methyl-imidazol-4-yl, or 4-methylimidazol-5-yl. --

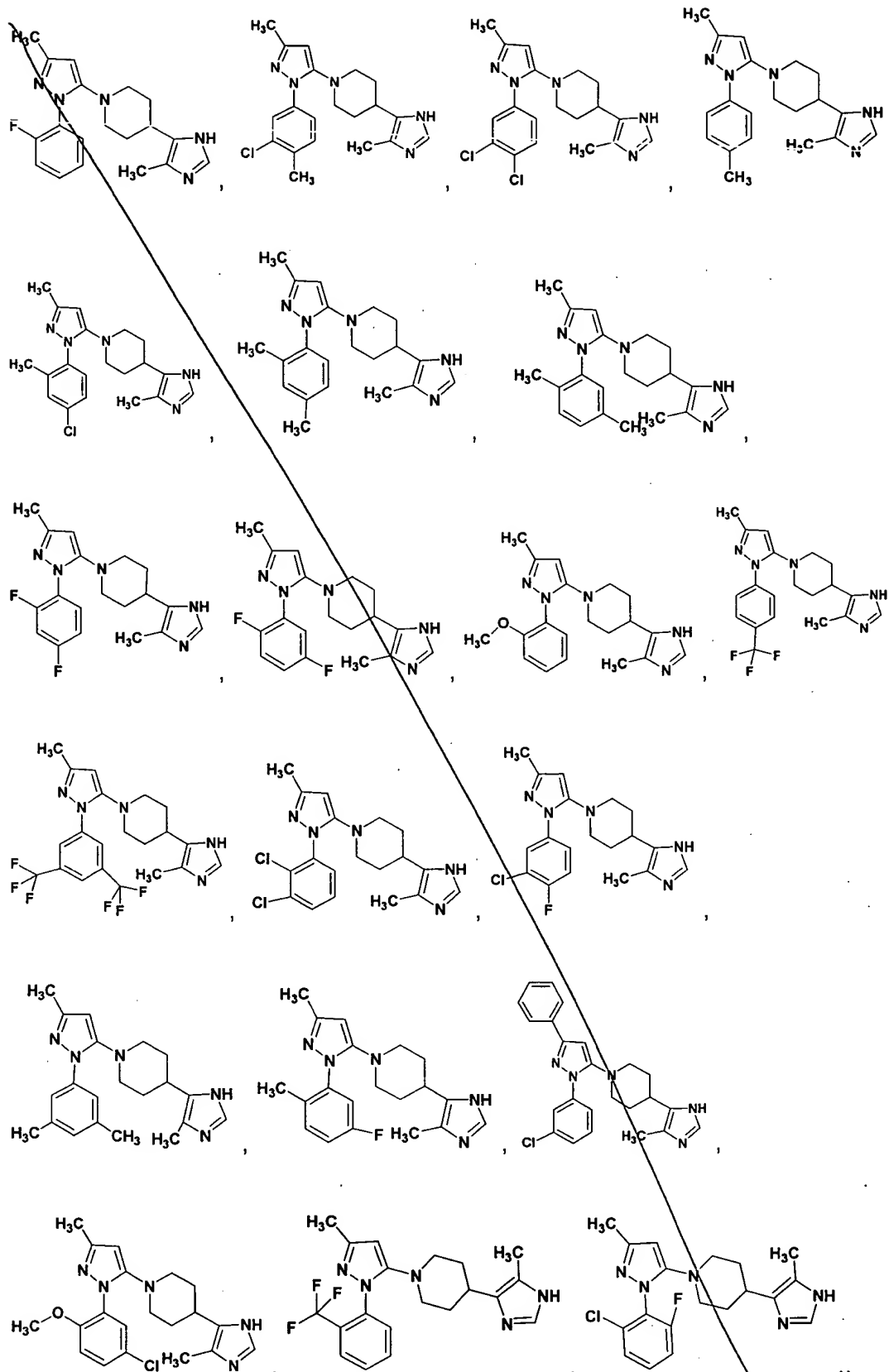
--28. (Amended) A compound having the structure

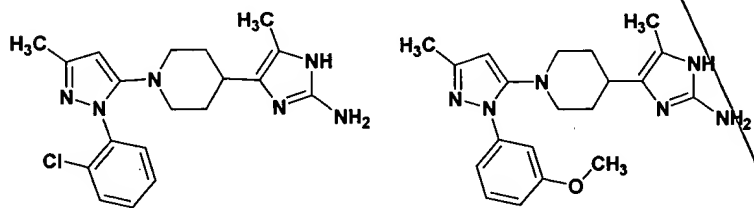
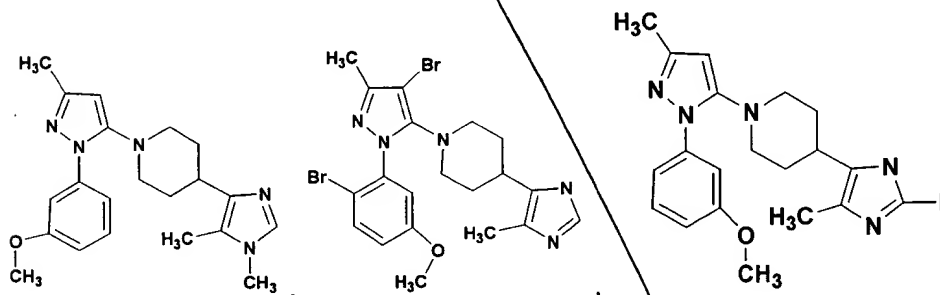
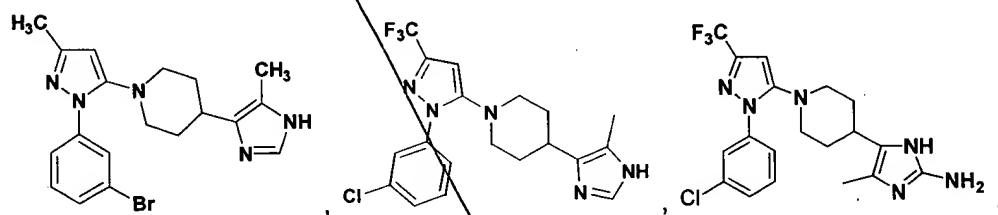
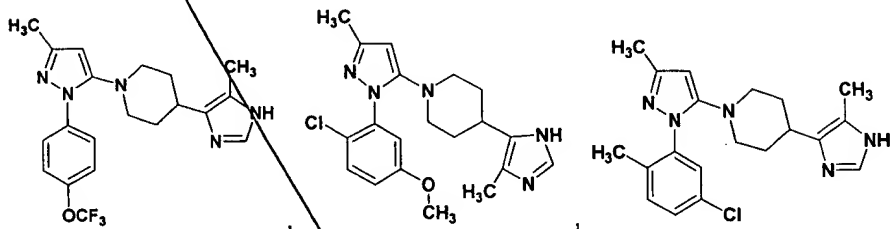
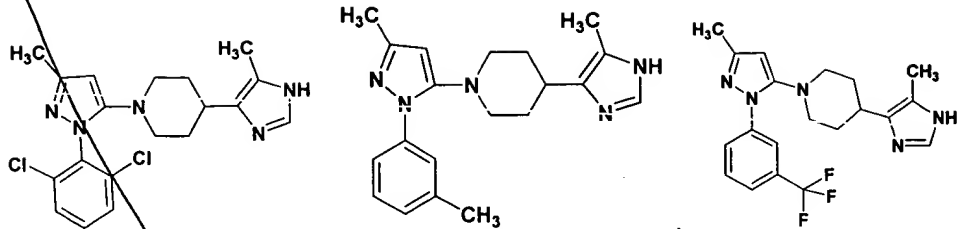


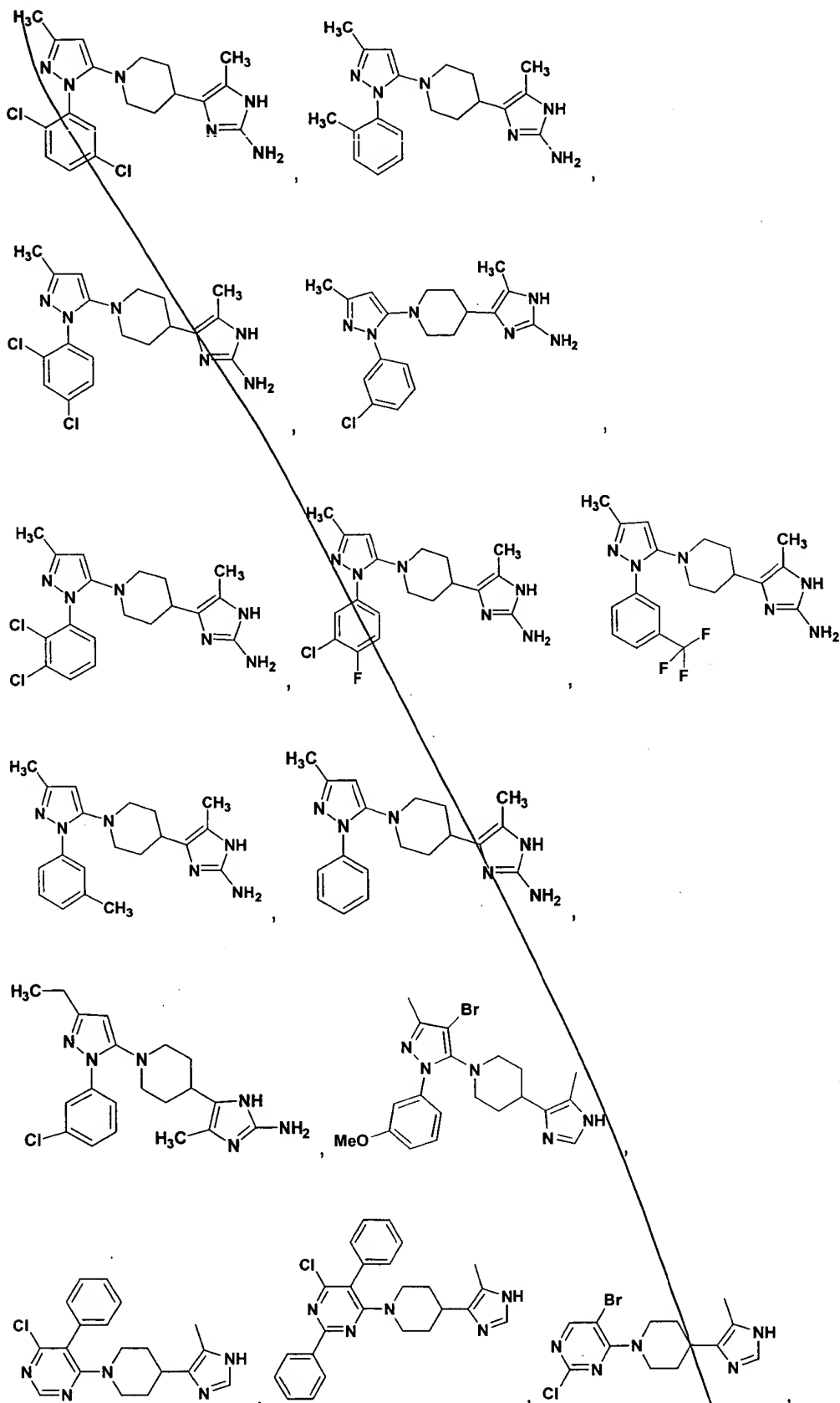


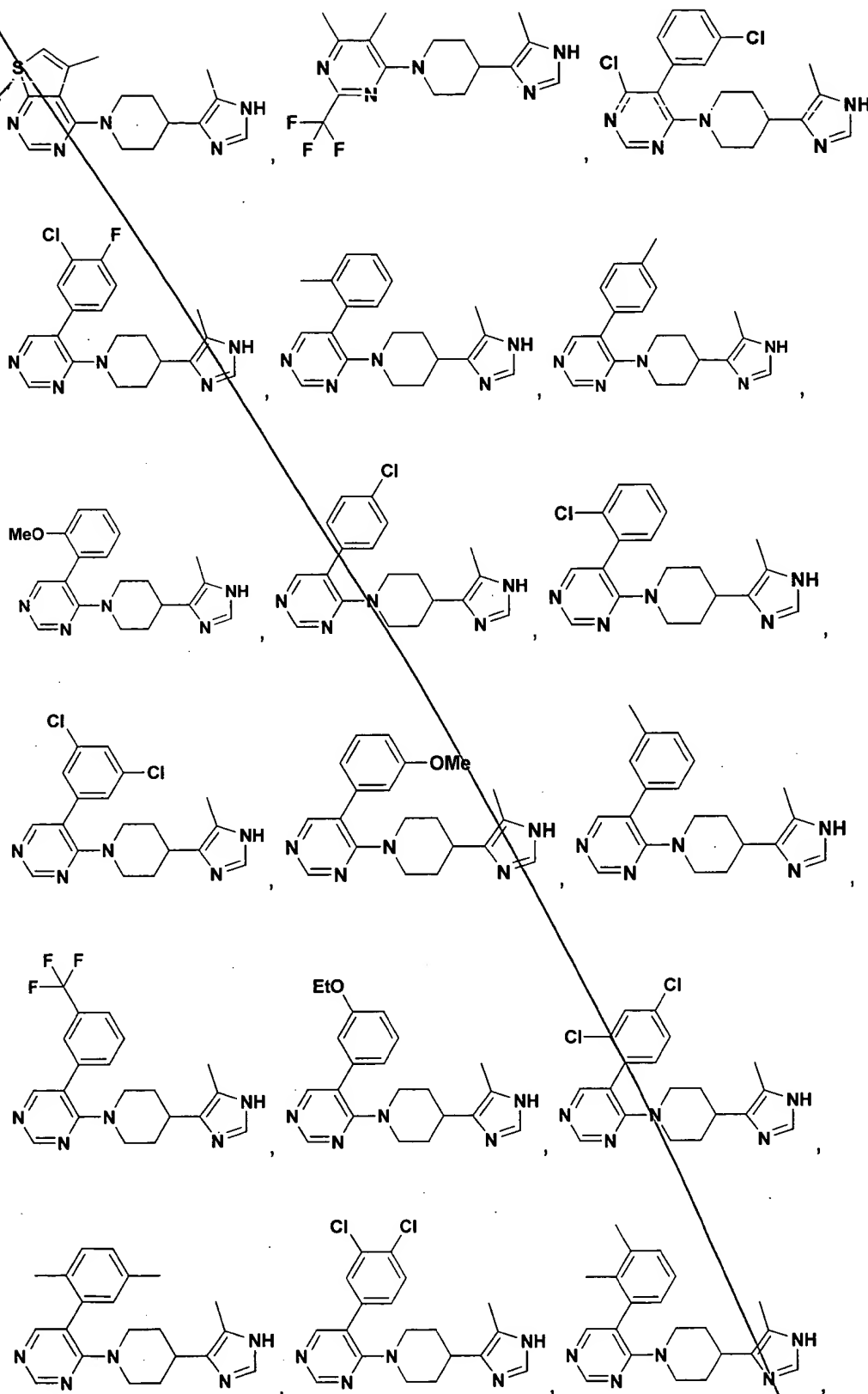


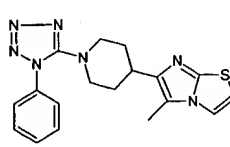
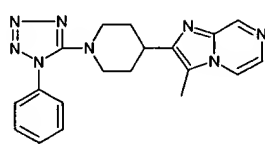
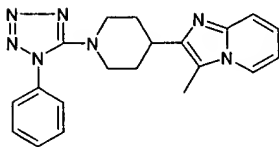
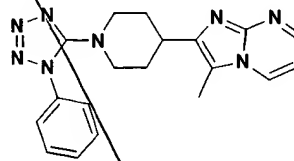
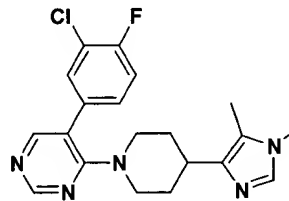
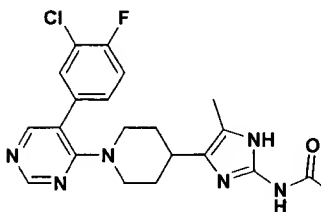
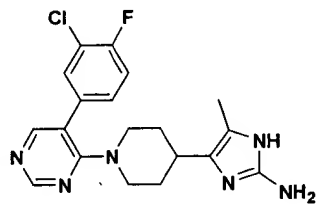
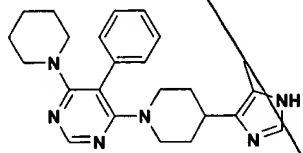
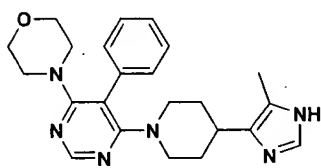
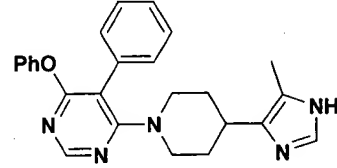
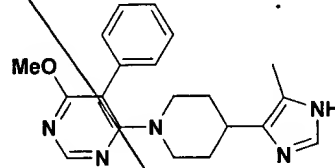
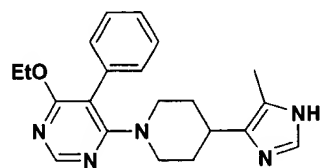
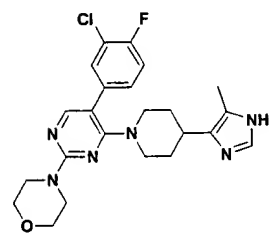
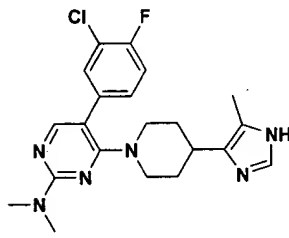
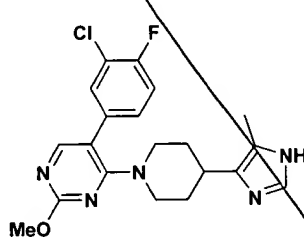
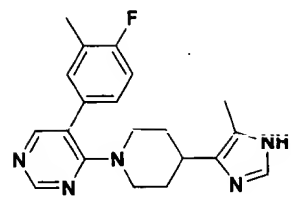
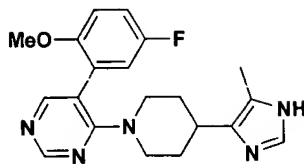
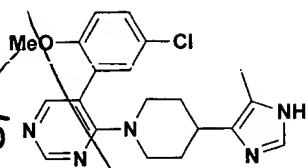




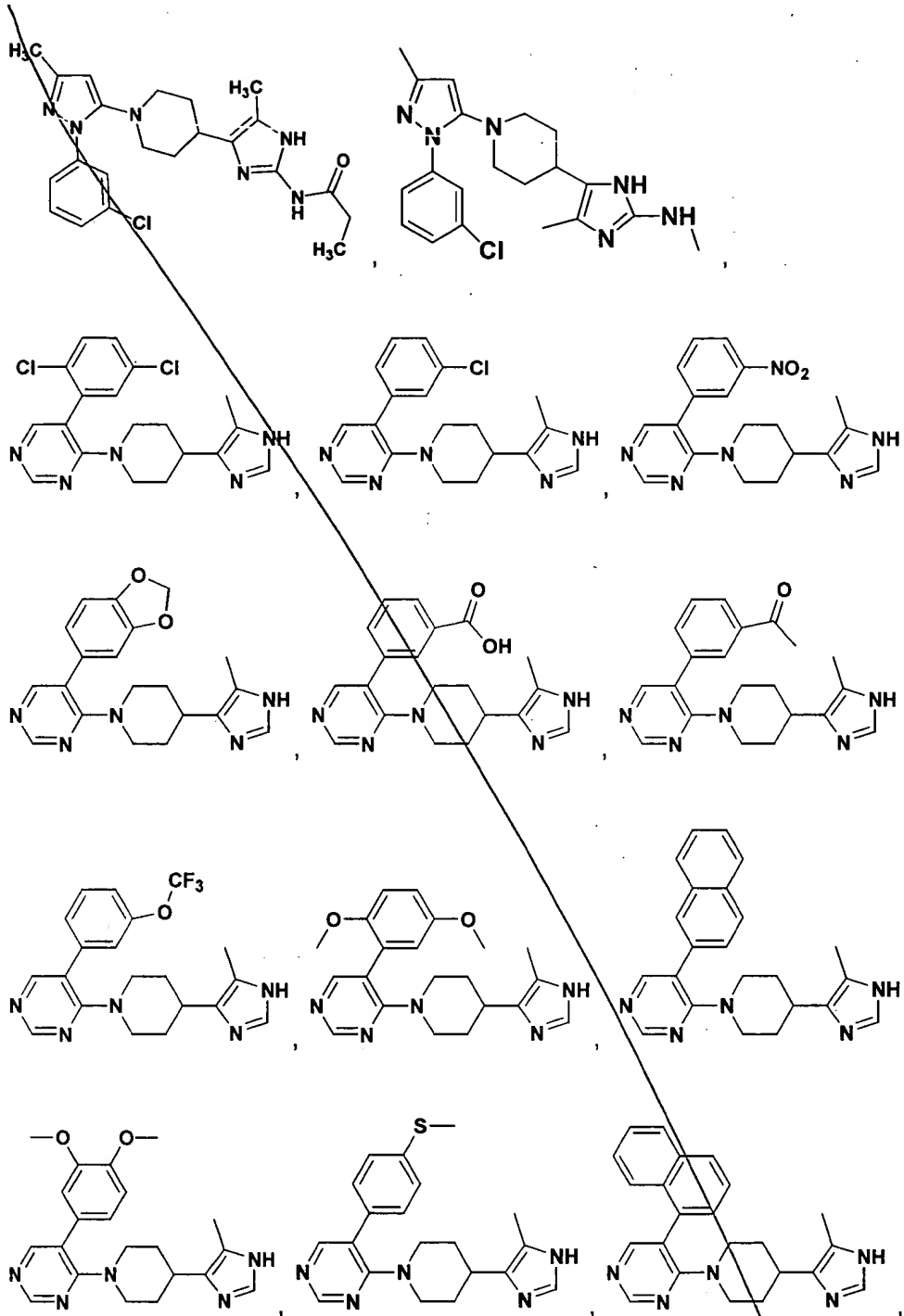




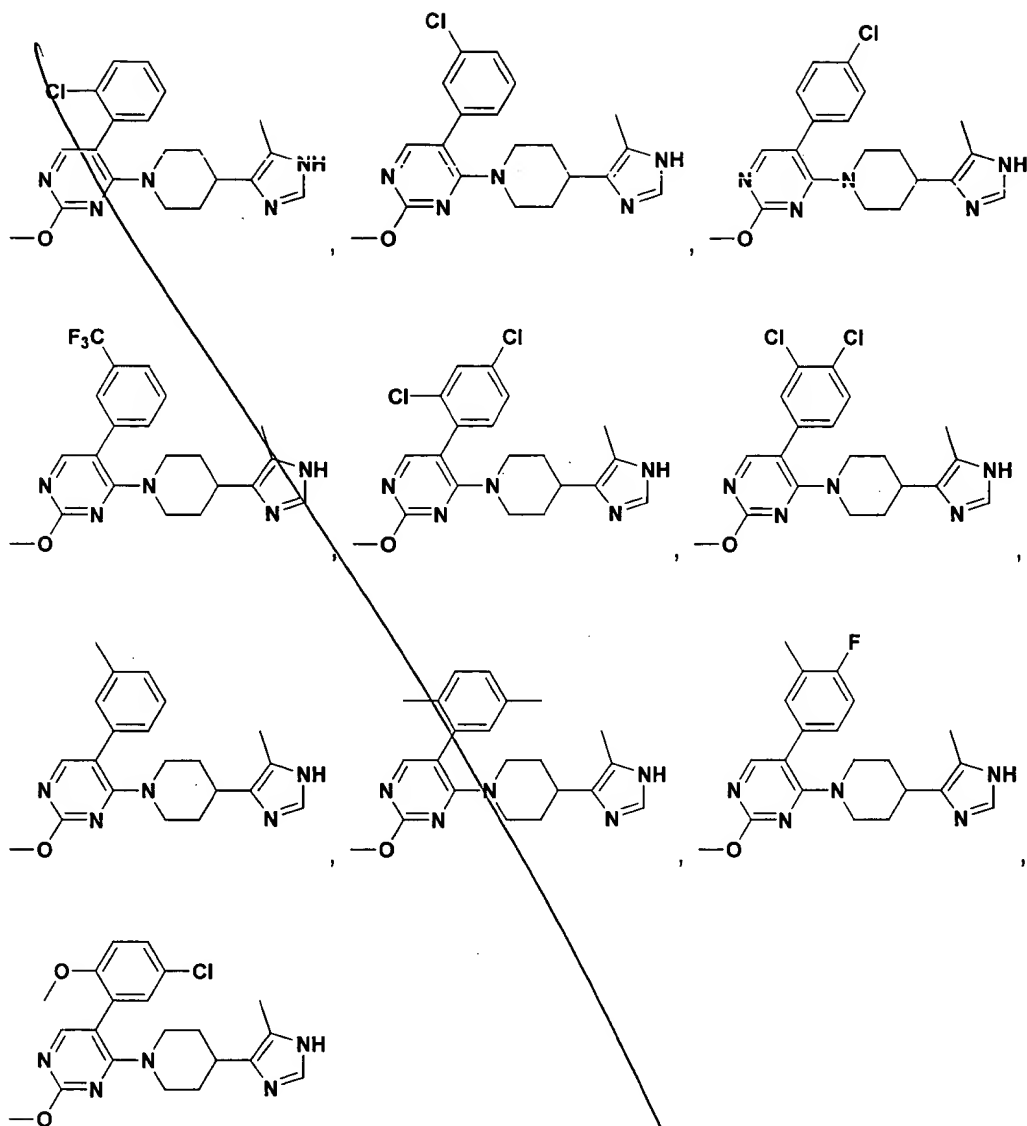


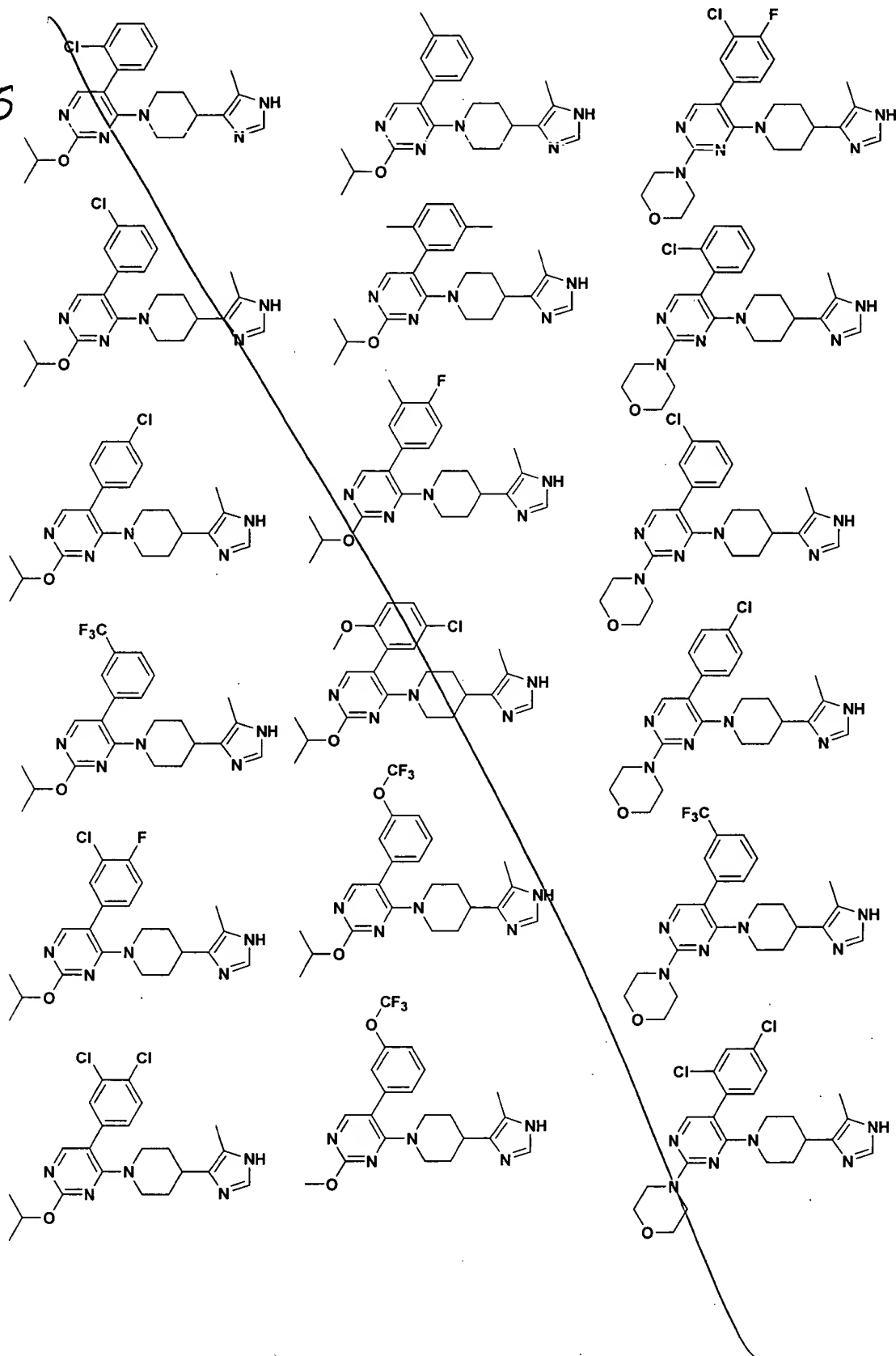


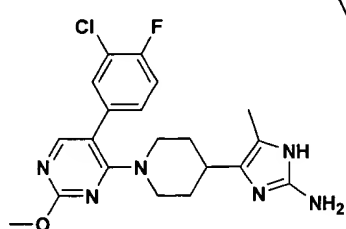
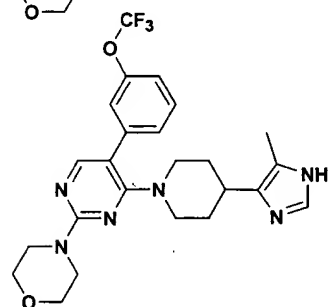
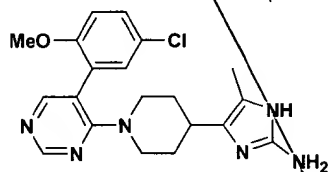
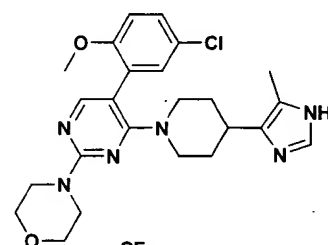
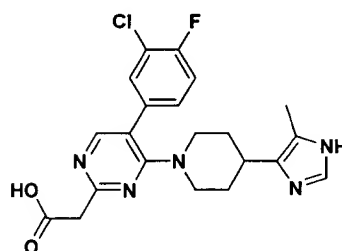
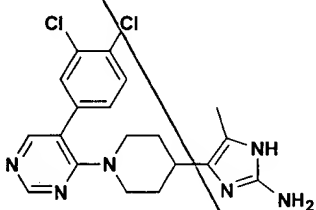
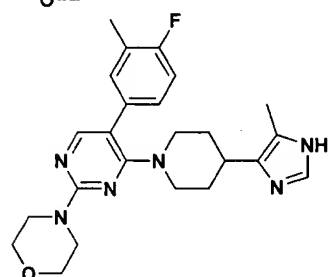
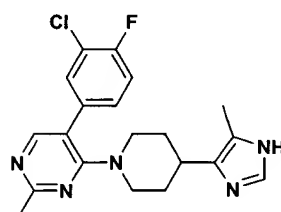
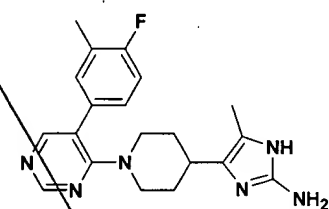
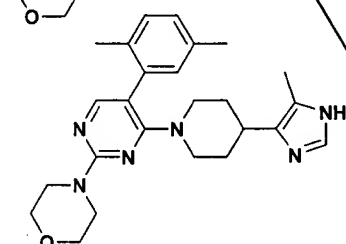
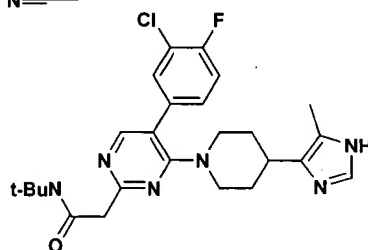
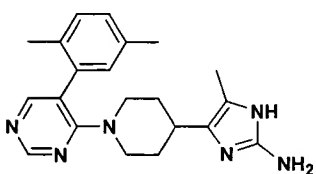
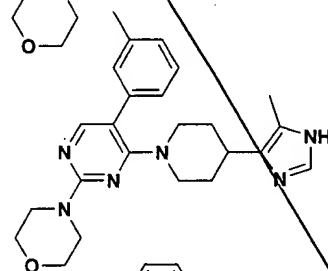
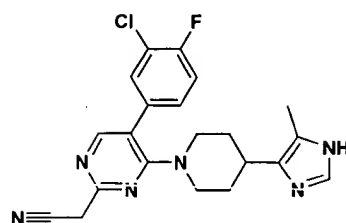
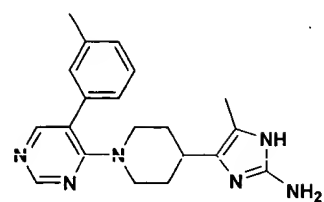
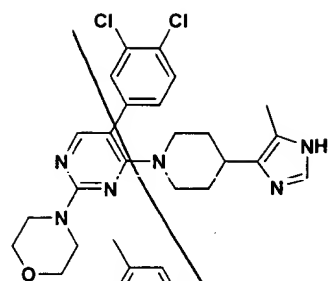




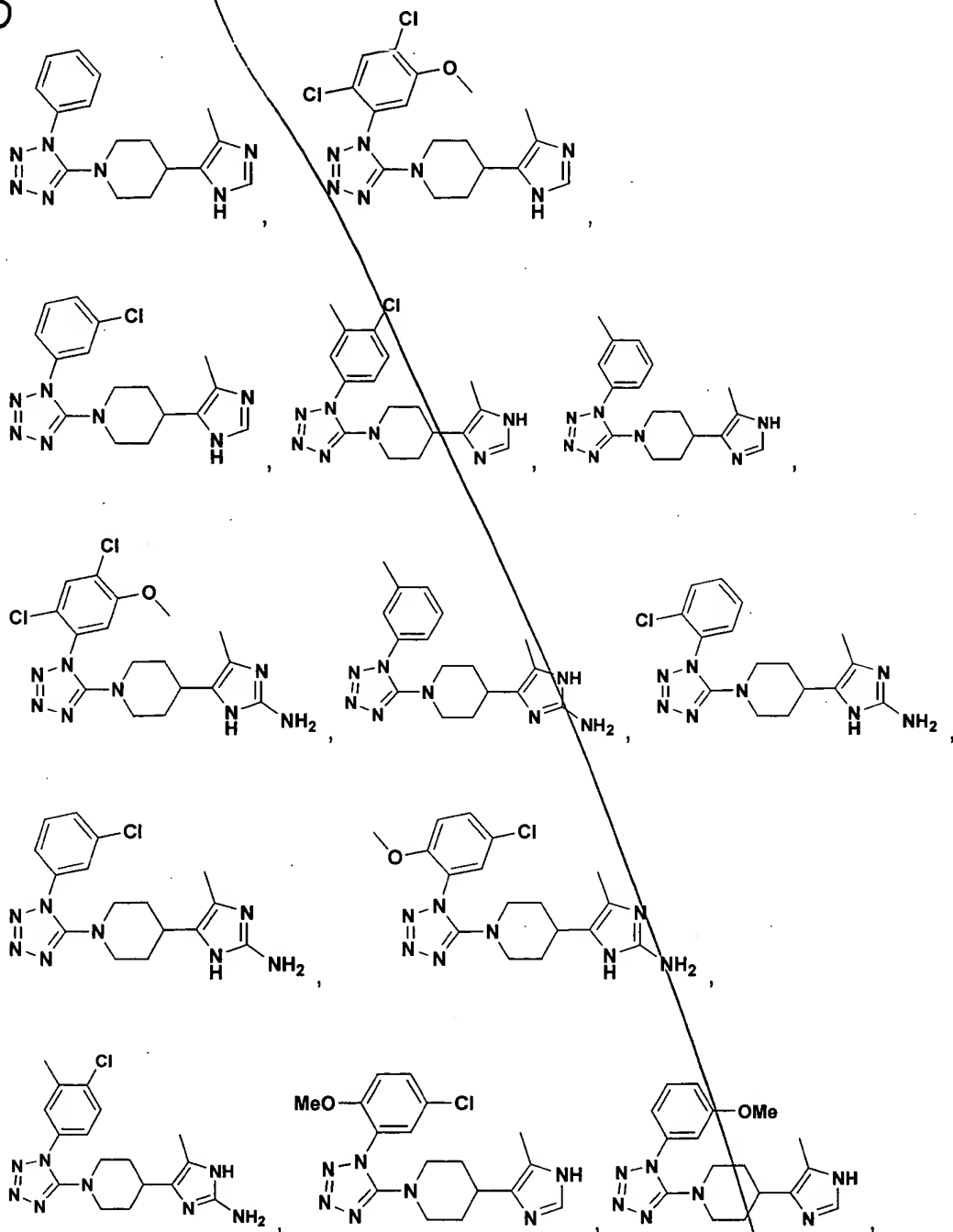


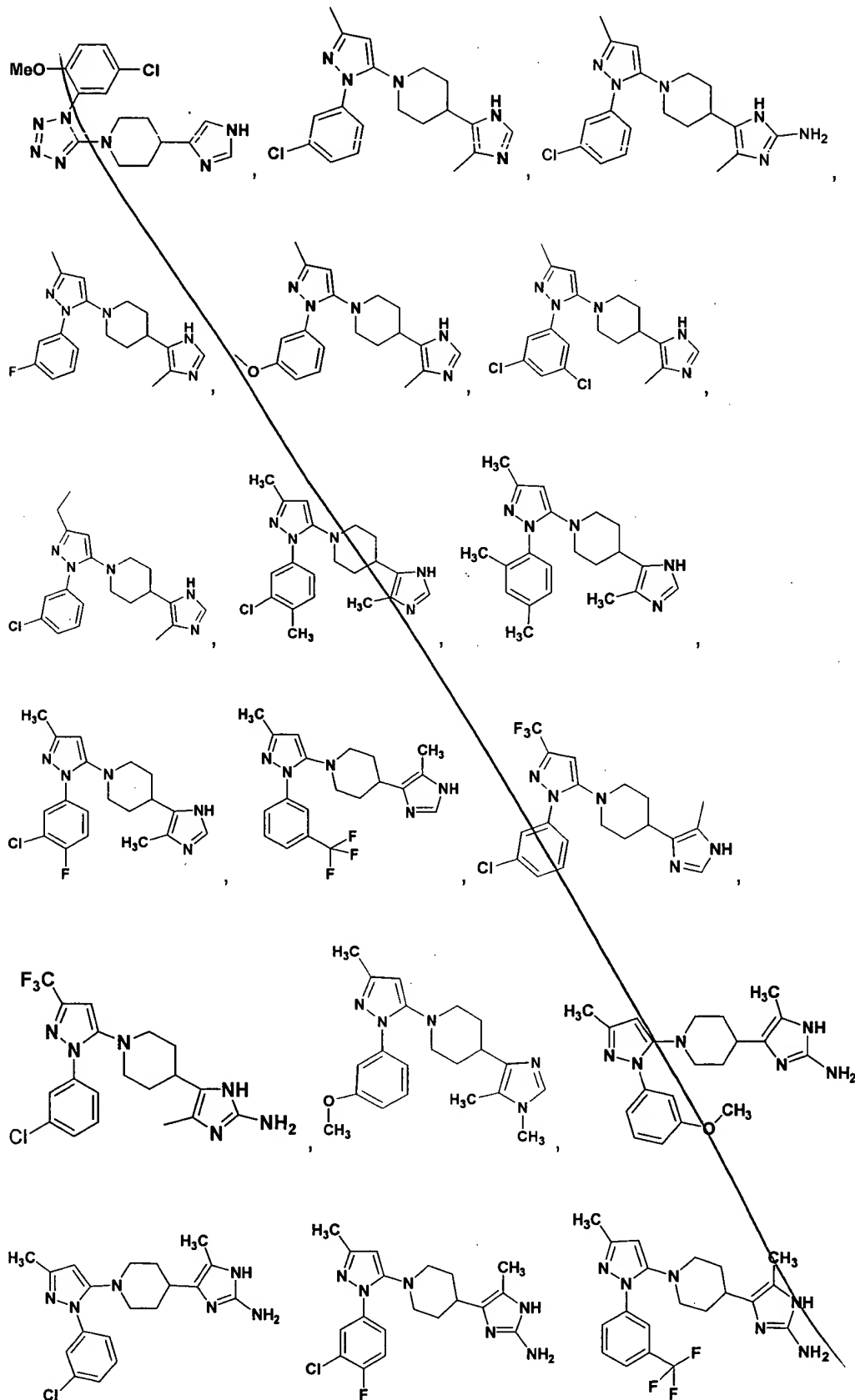


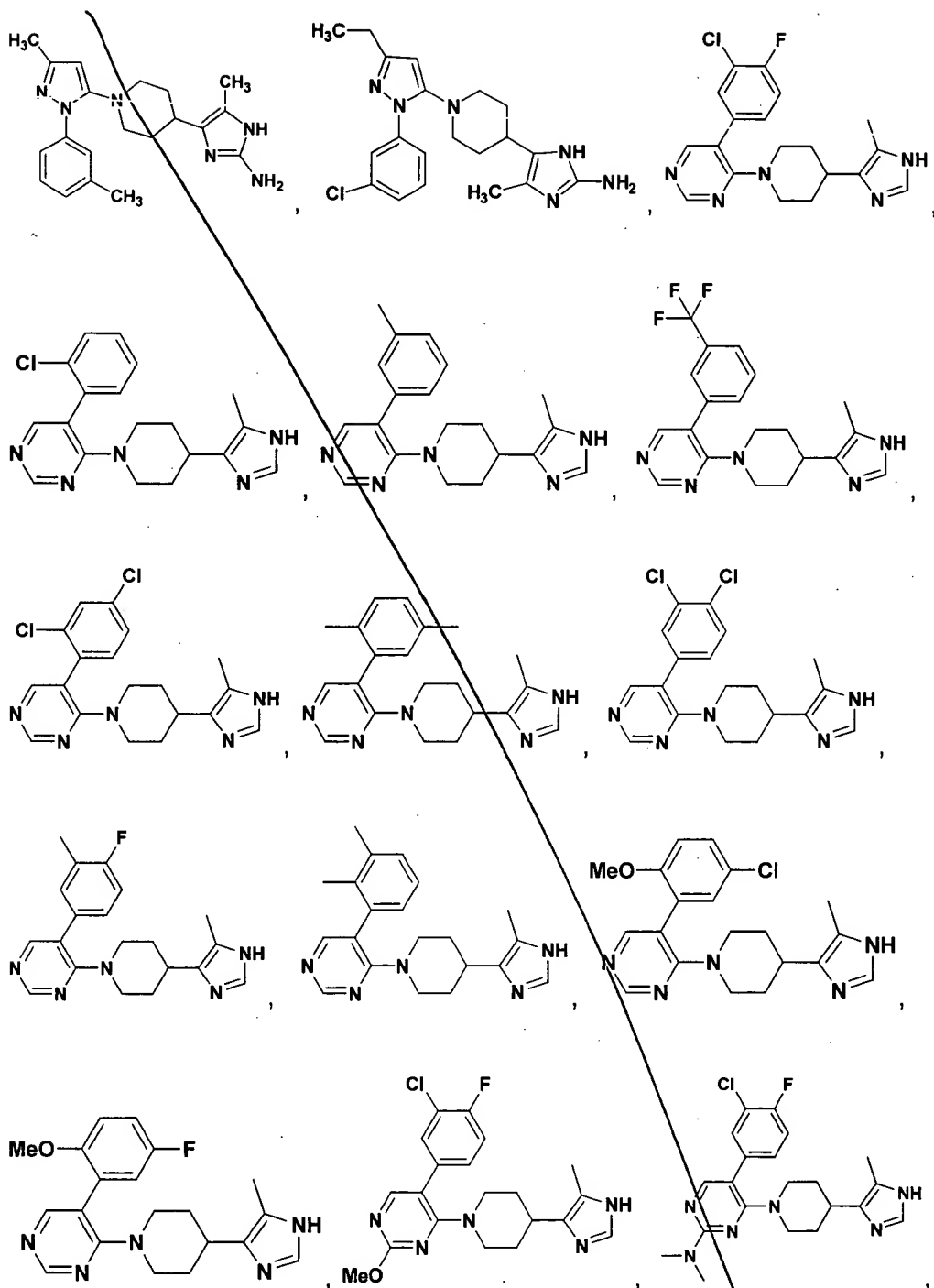


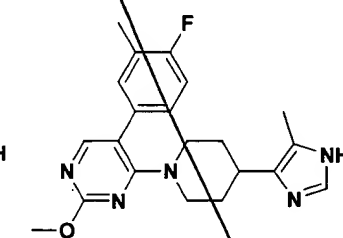
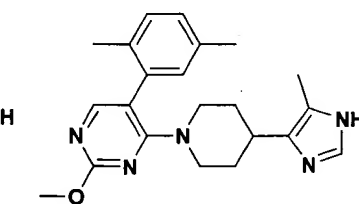
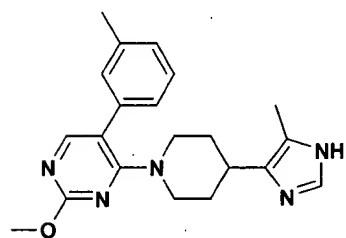
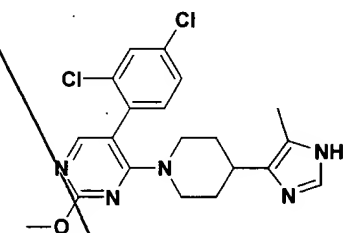
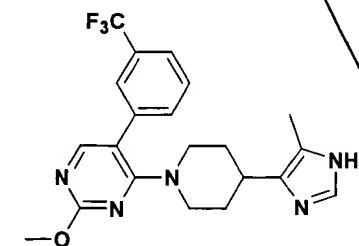
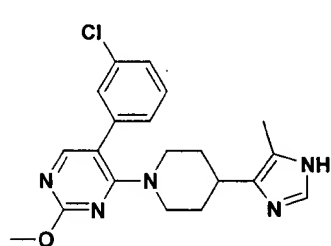
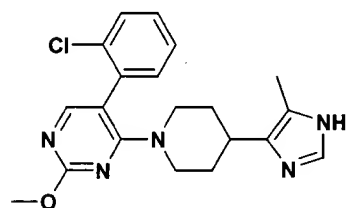
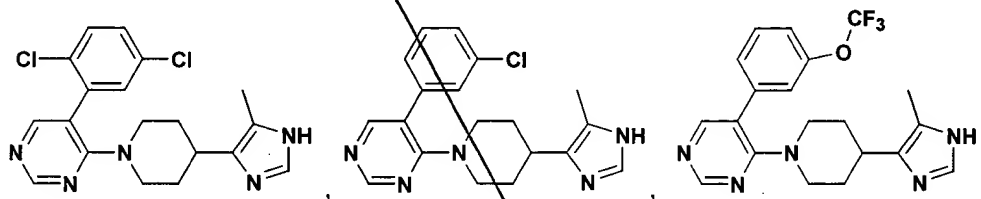
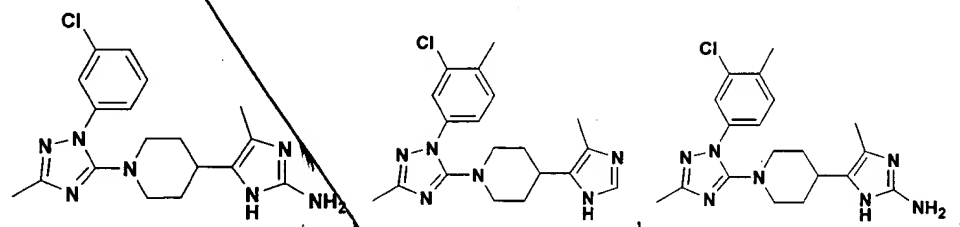
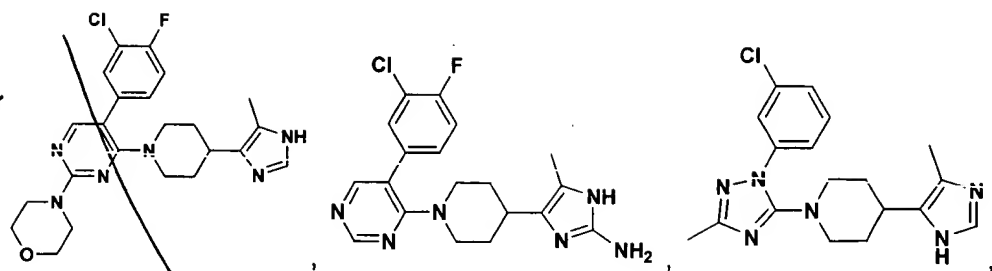


--29. (Amended) A compound having the structure

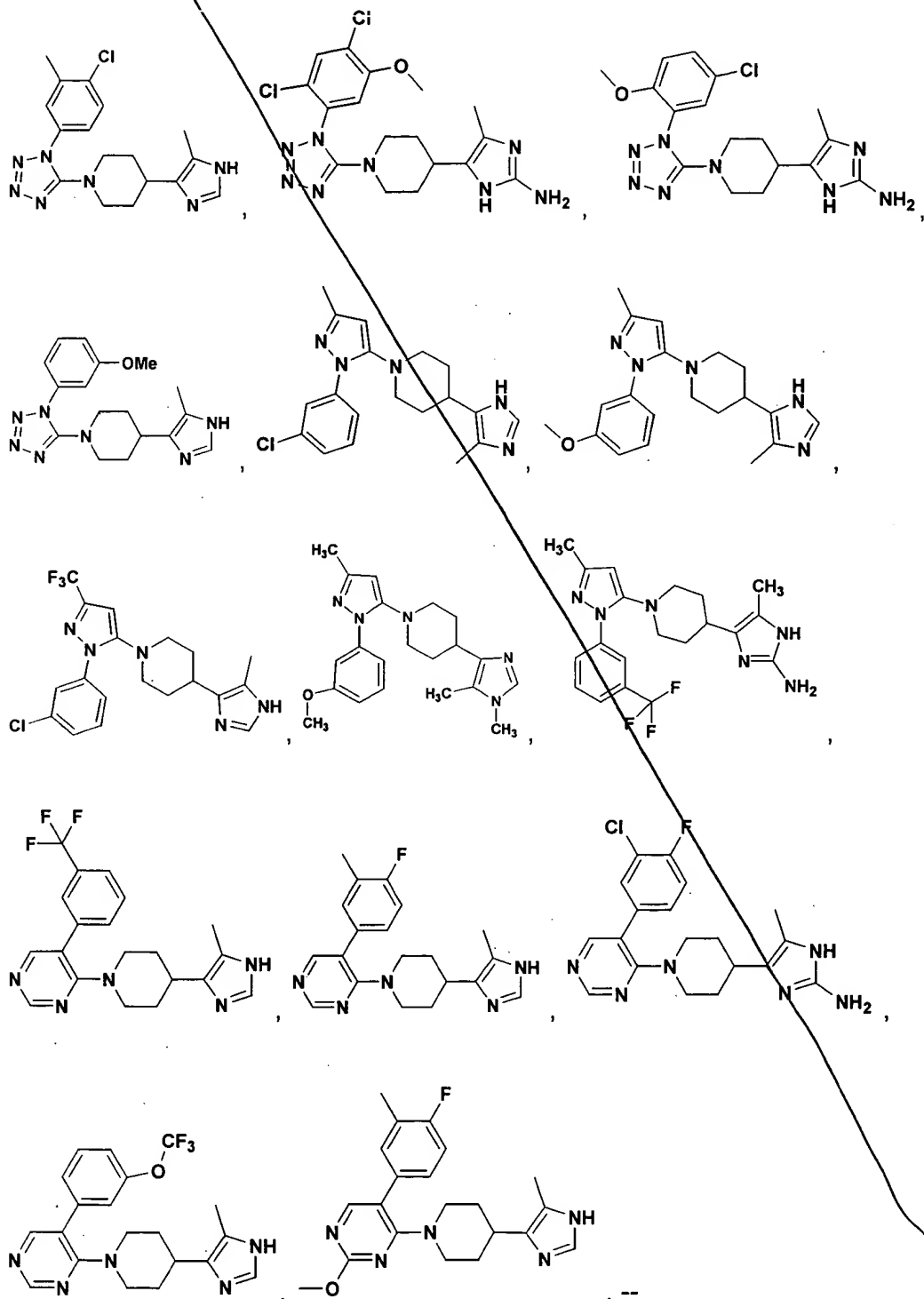








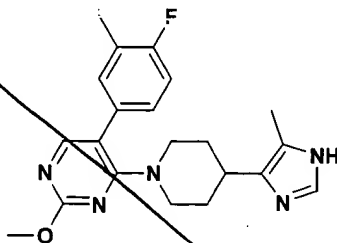
--30. (Amended) A compound having the structure



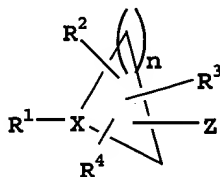


Please add the following claims.

63. A compound having the following structure



64. A compound having the structure



wherein n is 4;

X is N;

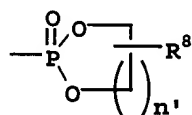
Z is a heteroaryl group;

R<sup>1</sup> is heteroaryl, tetrazolyl, pyrazolyl, thiazolyl, pyrimidinyl, imidazole, oxazole, or triazole;

R<sup>6</sup>, R<sup>7</sup>, R<sup>8</sup>, R<sup>8a</sup> and R<sup>9</sup> are the same or different and are independently hydrogen, alkyl, haloalkyl, aryl, heteroaryl, arylalkyl, cycloalkyl, (cycloalkyl)alkyl, or cycloheteroalkyl;

and R<sup>1</sup> may be unsubstituted or substituted with from one to five substituents;

R<sup>2</sup>, R<sup>3</sup> and R<sup>4</sup> are the same or different and are independently H, alkyl, alkenyl, alkynyl, alkoxy, alkenyloxy, alkynyloxy, (alkyl or aryl)<sub>3</sub>Si (where each alkyl or aryl group is independent), cycloalkyl, cycloalkenyl, amino, alkylamino, dialkylamino, alkenylamino, alkynylamino, arylalkylamino, aryl, arylalkyl, arylamino, aryloxy, cycloheteroalkyl, cycloheteroalkylalkyl, heteroaryl, heteroarylalkyl, heteroaryloxy, arylthio, arylsulfinyl, arylsulfonyl, thio, alkylthio, alkylsulfinyl, alkylsulfonyl, heteroarylthio, heteroarylsulfinyl, heteroarylsulfonyl, halogen, haloalkyl, polyhaloalkyl, polyhaloalkoxy, aminothio, aminosulfinyl, aminosulfonyl, alkylsulfonylamino, alkenylsulfonylamino, alkynylsulfonylamino, arylsulfonylamino, heteroarylsulfonylamino, alkylaminocarbonyl, arylaminocarbonyl, heteroarylaminocarbonyl, hydroxy, acyl, carboxy, aminocarbonyl, alkylcarbonyl, alkoxycarbonyl, alkylcarbonyloxy, alkylcarbonylamino, arylcarbonyl, arylcarbonyloxy, arylcarbonylamino, heteroarylcarbonyl, heteroarylcarbonyloxy, heteroarylcarbonylamino, cyano, nitro, alkenylcarbonylamino, alkynylcarbonylamino, alkylaminocarbonylamino,



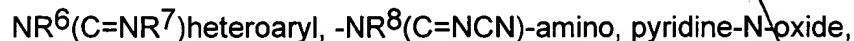
$\text{---C}(\text{NR}^8\text{R}^9)=\text{CH---C}(=\text{O})\text{---R}^{8a}$ ; tetrazolyl, pyrazolyl, pyridyl, thiazolyl, pyrimidinyl, imidazole, oxazole, or triazole,  $\text{---PO}(\text{R}^{13})(\text{R}^{14})$ , (where  $\text{R}^{13}$  and  $\text{R}^{14}$  are independently alkyl, aryl, alkoxy, aryloxy, heteroaryl, heteroarylalkyl, heteroaryloxy, heteroarylalkoxy, cycloheteroalkyl, cycloheteroalkylalkyl, cycloheteroalkoxy, or cycloheteroalkylalkoxy); and may be optionally independently substituted with from one to five substituents, which may be the same or different;

including pharmaceutically acceptable salts thereof, prodrugs thereof, and all stereoisomers thereof; with the proviso that where Z is imidazole-4-yl, 5-alkylimidazol-4-yl or 5-cyclohexylimidazol-4-yl, then R<sup>1</sup> cannot be benzoxazole, benzthiazole, benzimidazole or pyridine.

65. The compound as defined in Claim 64 wherein Z is imidazole, aminoimidazole, alkylimidazole, alkylthioimidazole, alkylthio(amino)imidazole, amino-(alkyl)imidazole, oxazole, (alkanoylamino)imidazole, thiazole, benzimidazole, aminothiazole, aminooxazole, aminooxadiazole, dialkylimidazole, alkyl(alkanoylamino)imidazole, alkyl(amino)imidazole, arylaminocarbonylamino(alkyl)imidazole, alkoxycarbonylamino(alkyl)imidazole, alkylcarbonylamino(alkyl)imidazole, aminotriazole or diaminopyrimidine.

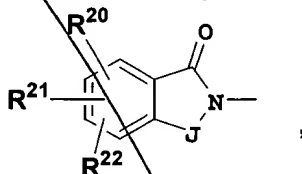
✓

Sub  
G1



*Sub*  
*61*  
R<sup>6</sup>, R<sup>7</sup>, R<sup>8</sup>, R<sup>8a</sup> and R<sup>9</sup> are independently hydrogen, alkyl, haloalkyl, aryl, heteroaryl, arylalkyl, cycloalkyl, (cycloalkyl)alkyl or cycloheteroalkyl, which substituents may be the same or different from each other and may be the same or different from the base R<sup>1</sup> group.

67. The compound as defined in Claim 64 wherein R<sup>1</sup> is substituted with one to five of the following substituents: alkyl, alkylaminocarbonyl, arylaminocarbonyl, heteroarylaminocarbonyl, alkylcarbonylamino, heteroaryl, halo, aryl, cycloalkylcarbonylamino, arylcarbonylamino, heteroarylcarbonylamino, alkoxycarbonylamino, guanidiny, nitro, cycloheteroalkyl, aryloxy carbonylamino, heteroaryloxy carbonylamino, uriedo (where the uriedo nitrogens may be substituted with alkyl, aryl or heteroaryl), heterocyclylcarbonylamino (where the heterocycle is connected to the carbonyl group via a nitrogen or carbon atom), alkylsulfonylamino, arylsulfonylamino, heteroarylsulfonylamino,



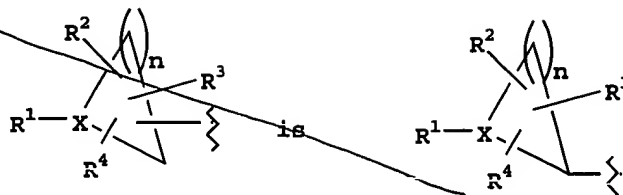
Where J is: CHR<sup>23</sup>,  $\text{—}\overset{\text{O}}{\underset{\text{O}}{\text{C}}}\text{—}$ ,  $\text{—}\underset{\text{R}^{24}}{\text{CH}}\text{—}\underset{\text{R}^{25}}{\text{CH}}\text{—}$  or  $\text{—}\underset{\text{R}^{24}}{\text{C}}=\underset{\text{R}^{25}}{\text{C}}\text{—}$ ;

R<sup>23</sup>, R<sup>24</sup> and R<sup>25</sup> are independently hydrogen, alkyl, alkenyl, alkynyl, aryl, arylalkyl, heteroaryl, heteroarylalkyl, cycloalkyl, or cycloalkylalkyl;

R<sup>20</sup>, R<sup>21</sup>, R<sup>22</sup> are independently hydrogen, halo, alkyl, alkenyl, alkoxy, aryloxy, aryl, arylalkyl, alkylmercapto, arylmercapto, cycloalkyl, cycloalkylalkyl, heteroaryl, heteroarylalkyl, hydroxy or haloalkyl; and these preferred substituents may either be directly attached to R<sup>1</sup>, or attached via an alkylene chain at an open position, which substituents may be the same or different from each other and may be the same or different from the base R<sup>1</sup> group.

68. The compound as defined in Claim 64 wherein Z is imidazole, aminoimidazole, alkylimidazole, alkylthioimidazole, alkylthio(amino)imidazole, amino(alkyl)imidazole or (acetylamino)imidazole.

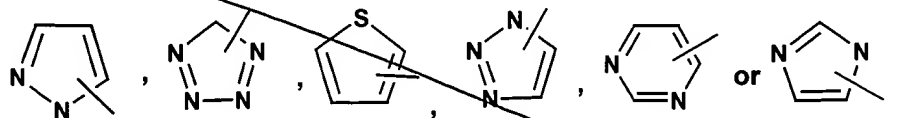
*Sub*  
*04*  
69. The compound as defined in Claim 64 wherein the moiety



Sub 61

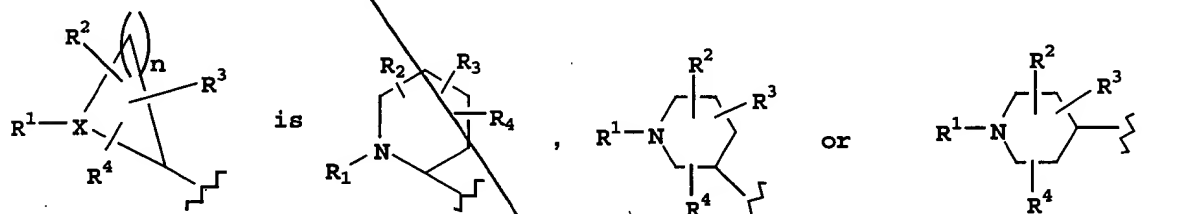
70. The compound as defined in Claim 64 wherein  $R^2$  and  $R^3$  are independently H, lower alkyl, lower alkoxy or aryl, and  $R^4$  and  $R^5$  are each hydrogen.

71. The compound as defined in Claim 64 wherein  $R^1$  is



72. The compound as defined in Claim 64 wherein  $R^1$ ,  $R^2$ ,  $R^3$  and/or  $R^4$  may be joined together with the N atom and/or carbons to which they are attached to form a non-aromatic ring.

73. The compound as defined in Claim 64 wherein



74. The compound as defined in Claim 64 having the structure

